

Joseph M. Pastore III, Esq. (JP-1717)
 Dreier LLP
 499 Park Avenue
 New York, New York 10022
 (212) 328-6100

Attorney for Defendants Kevin O' Hare and Jeffrey Koester

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

One Communication Corp., as successor in
 interest to CTC Communications Group, Inc.
 and CTC Communications Acquisitions
 Corp.,

Plaintiff,

v.

JP Morgan SBIC LLC, Sixty Wall Street
 SBIC Fund, L.P., The Megunticook Fund II,
 L.P., Kevin O'Hare, Jeffrey Koester, Mellon
 Investor Services LLC as nominal defendant
 as escrow agent and Verizon New England
 Inc., as defendant on a declaratory judgment
 claim,

Defendants.

X

Case No. 1:07-civ-03905 (LTS)

**MOTION TO ADMIT COUNSEL
 PRO HAC VICE**

JULY 26, 2007

X

FILED
 2007 JUL 15 PM 2:33
 U.S. DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States
 District Court for the Southern District of New York, I, Joseph M. Pastore III, a member
 in good standing of the bar of this Court, hereby move for an Order allowing the
 admission *pro hac vice* of:

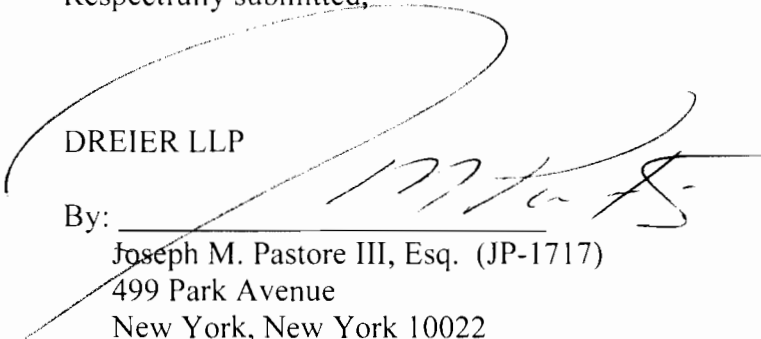
Sean T. Carnathan
O'Conner, Carnathan and Mack LLC
8 New England Executive Park, Suite 310
Burlington, Massachusetts 01803
Tel: (781) 359-9001
Fax: (781) 359-9001
dmack@ocmlaw.net

Mr. Carnathan is a member in good standing of the Bar of the Commonwealth of Massachusetts, County of Suffolk. There are no pending disciplinary proceedings against Mr. Carnathan in any State or Federal Court.

Dated: July 26, 2007
New York, New York

Respectfully submitted,

DREIER LLP

By: 
Joseph M. Pastore III, Esq. (JP-1717)
499 Park Avenue
New York, New York 10022
(212) 328-6100
jpastore@dreierllp.com

* * *

One Landmark Square, 20th Floor
Stamford, Connecticut 06901
(203) 425-9500

Attorney for Defendants
Kevin O'Hare and Jeffrey Koester

CERTIFICATE OF SERVICE

I certify that on July 26, 2007 a copy of the foregoing Motion to Admit Counsel *Pro Hac Vice* was filed electronically. Notice of this filing will be sent by e-mail to all parties by operation of the Court's electronic filing system. Parties listed below may access this filing through the Court's system.

Counsel for Plaintiff:

Nicholas W. Lobenthal
John Michael Teitler
*Representing One Communications Corp.
as successor in interest to CTC Communications Group, Inc.,
and CTC Communications Acquisition Corp.*

Teitler & Teitler
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Mark D. Resnick
*Representing One Communications Corp.
as successor in interest to CTC Communications Group, Inc.,
and CTC Communications Acquisition Corp.*

The Resnick Law Group, P.C.
Old City Hall
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Boston, MA 02108
(617) 711-8383
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Counsel for Defendants:

Scott H. Angstreich Joseph Solomon Hall <i>Representing Verizon New England as defendants on a Declaratory Judgment Claim</i> Kellogg, Huber, Hansen, Todd & Evans P.L.L.C. (DC) 1615 M Street, N.W., Suite 400 Washington, DC 20036 (202) 326-7983 Fax: (202) 326-7999 Email: sangstreich@khht.com Email: jhall@khhte.com	
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I certify that on July 26, 2007, a copy of the foregoing was served, postage prepaid
and properly addressed, via first class mail on the below parties:

Defendants:

JP Morgan SBIC LLC
c/o J.P. Morgan Partners, LLC
270 Park Avenue
New York, NY 10017

Sixty Wall Street SBIC Fund, L.P.
270 Park Avenue
New York, NY 10017

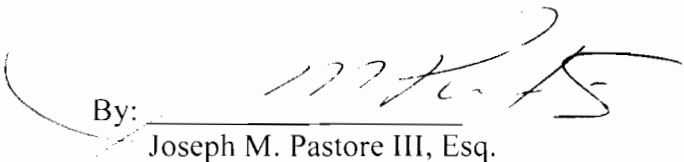
The Megunticook Fund II, L.P.
143 Newbury Street
Boston, MA 02116

The Meguniticook Side Fund II, L.P.
143 Newbury Street
Boston, MA 02116

Kevin O'Hare
48 Steeplechase Drive
Doylestown, PA 18901

Jeffrey Koester
32 Haskell Lane
Marlborough, MA 01752

Mellon Investor Services LLC
480 Washington Blvd.
Jersey City, NJ 07310

By: 
Joseph M. Pastore III, Esq.

Joseph M. Pastore III, Esq. (JP-1717)
 Dreier LLP
 499 Park Avenue
 New York, New York 10022
 (212) 328-6100

Attorney for Defendants Kevin O' Hare and Jeffery Koester

UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

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One Communication Corp., as successor in	:	
interest to CTC Communications Group, Inc.	:	Case No. 1:07-civ-03905 (LTS)
and CTC Communications Acquisitions	:	
Corp.,	:	
	:	
Plaintiff,	:	
	:	AFFIDAVIT OF
v.	:	JOSEPH M. PASTORE III
	:	IN SUPPORT OF MOTION
	:	TO ADMIT COUNSEL
JP Morgan SBIC LLC, Sixty Wall Street	:	PRO HAC VICE
SBIC Fund, L.P., The Megunticook Fund II,	:	
L.P., Kevin O'Hare, Jeffery Koester, Mellon	:	
Investor Services LLC as nominal defendant	:	
as escrow agent and Verizon New England	:	
Inc., as defendant on a declaratory judgment	:	JULY 26, 2007
claim,	:	
	:	
Defendants.	:	
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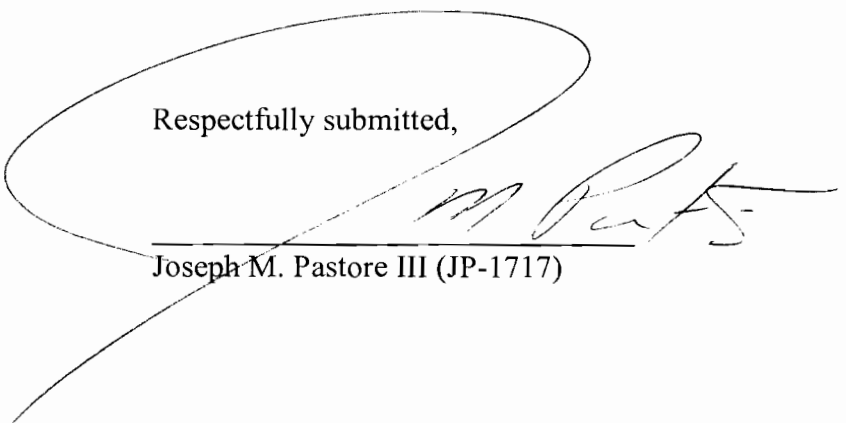
Joseph M. Pastore III, being duly sworn, hereby deposes and says as follows:

1. I am a Partner at the law firm of Dreier LLP, counsel for Defendants Kevin O' Hare and Jeffery Koester in the above captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Defendant's motion to admit Sean Terrance Carnathan as counsel *pro hac vice* to represent Defendant Verizon New England Inc. in this matter.
2. I am a member in good standing of the bar of the State of New York and was admitted to practice law on October 24, 2000. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.
3. I have known Sean Terrance Carnathan since 1970. ✓

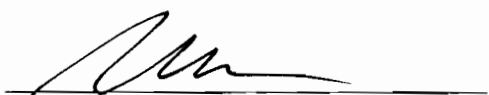
4. Sean Terrance Carnathan is an attorney at O'Connor, Carnathan and Mack LLC in Burlington, Massachusetts.
5. I have found Mr. Carnathan to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Procedure.
6. Accordingly, I am pleased to move the admission of Sean Terrance Carnathan, *pro hac vice*.
7. I respectfully submit a proposed order granting the admission of Sean Terrance Carnathan, *pro hac vice*, which is attached hereto as Exhibit A.

WHEREFORE, it is respectfully requested that the motion to admit Sean Terrance Carnathan, *pro hac vice*, to represent Defendant Verizon New England Inc. in the above-captioned matter, be granted.

Respectfully submitted,


Joseph M. Pastore III (JP-1717)

Sworn and subscribed to
before me this 26th day
of July, 2007


Notary Public

MARTIN BRECH
Notary Public, State of New York
No. 4977428
Qualified in Putnam County
Commission Expires April 20, 20 11

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

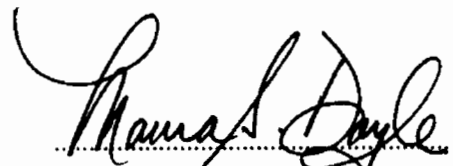
BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the fifteenth day of December A.D. 1997, said Court being the highest Court of Record in said Commonwealth:

Sean Terrance Carnathan

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.



In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this fourth day of October in the year of our Lord two thousand and seven.


MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.